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**ANNUAL AUDITED REPORT
FORM X-17A-5
PART III**

SEC FILE NUMBER
8-34109

FACING PAGE

**Information Required of Brokers and Dealers Pursuant to Section 17 of the
Securities Exchange Act of 1934 and Rule 17a-5 Thereunder**

REPORT FOR THE PERIOD BEGINNING 01/01/08 AND ENDING 12/31/08
MM/DD/YY MM/DD/YY

A. REGISTRANT IDENTIFICATION

NAME OF BROKER-DEALER: RIDGEWOOD ASSOCIATES, INC.

OFFICIAL USE ONLY

ADDRESS OF PRINCIPAL PLACE OF BUSINESS: (Do not use P.O. Box No.)

PROCESSED

FIRM I.D. NO.

40 Eisenhower Drive

MAR 12 2009

(No. and Street)

PARAMUS

NJ

THOMSON REUTERS 07652

(City)

(State)

(Zip Code)

NAME AND TELEPHONE NUMBER OF PERSON TO CONTACT IN REGARD TO THIS REPORT

PHILIP P. MARINO

(201) 478-7788

(Area Code - Telephone Number)

B. ACCOUNTANT IDENTIFICATION

INDEPENDENT PUBLIC ACCOUNTANT whose opinion is contained in this Report*

O'CONNOR DAVIES MUNNS & DOBBINS, LLP

(Name - if individual, state last, first, middle name)

60 EAST 42nd STREET

NEW YORK

NY

10165

(Address)

(City)

(State)

(Zip Code)

CHECK ONE:

☒ Certified Public Accountant

☐ Public Accountant

☐ Accountant not resident in United States or any of its possessions.

SEC Mail Processing
Section

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Washington, DC
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*Claims for exemption from the requirement that the annual report be covered by the opinion of an independent public accountant must be supported by a statement of facts and circumstances relied on as the basis for the exemption. See Section 240.17a-5(e)(2)

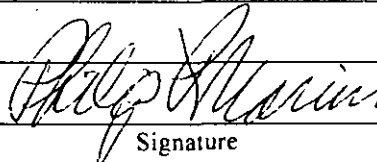
SEC 1410 (06-02)

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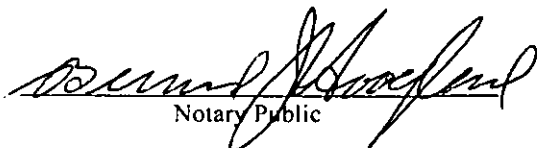
OATH OR AFFIRMATION

I, Philip P. Marino, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of Ridgewood Associates, Inc., as of December 31, 2008, are true and correct. I further swear (or affirm) that neither the company nor any partner, proprietor, principal officer or director has any proprietary interest in any account classified solely as that of a customer, except as follows:


Signature

President

Title


Notary Public

BERNARD J. HOOGLAND
Notary Public of New Jersey
My Commission Expires 11-22-2010

This report ** contains (check all applicable boxes):

- ☒ (a) Facing Page.
- ☒ (b) Statement of Financial Condition.
- ☒ (c) Statement of Income (Loss).
- ☒ (d) Statement of CASH FLOWS
- ☒ (e) Statement of Changes in Stockholders' Equity or Partners' or Sole Proprietors' Capital.
- ☐ (f) Statement of Changes in Liabilities Subordinated to Claims of Creditors.
- ☒ (g) Computation of Net Capital.
- ☒ (h) Computation for Determination of Reserve Requirements Pursuant to Rule 15c3-3.
- ☒ (i) Information Relating to the Possession or Control Requirements Under Rule 15c3-3.
- ☒ (j) A Reconciliation, including appropriate explanation of the Computation of Net Capital Under Rule 15c3-1 and the Computation for Determination of the Reserve Requirements Under Exhibit A of Rule 15c3-3.
- ☐ (k) A Reconciliation between the audited and unaudited Statements of Financial Condition with respect to methods of consolidation.
- ☒ (l) An Oath or Affirmation.
- ☐ (m) A copy of the SIPC Supplemental Report.
- ☒ (n) A report describing any material inadequacies found to exist or found to have existed since the date of the previous audit.

**For conditions of confidential treatment of certain portions of this filing, see section 240.17a-5(e)(3).

Ridgewood Associates, Inc.

Financial Statements

December 31, 2008



O'Connor Davies Munns & Dobbins, llp
ACCOUNTANTS AND CONSULTANTS

Independent Auditors' Report

**The Board of Directors
Ridgewood Associates, Inc.**

We have audited the accompanying statements of financial condition of Ridgewood Associates, Inc. as of December 31, 2008, and 2007 and the related statements of operations, changes in stockholder's equity, and cash flows for the years then ended that you are filing pursuant to rule 17a-5 under the Securities Exchange Act of 1934. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Ridgewood Associates, Inc. at December 31, 2008 and 2007, and the results of its operations and its cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America.

Our audit was conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The information contained in the schedules are presented for purposes of additional analysis and is not a required part of the basic financial statements, but is supplementary information required by rule 17a-5 under the Securities Exchange Act of 1934. Such information has been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

O'Connor Davies Munns & Dobbins, LLP

New York, New York
January 30, 2009

Ridgewood Associates, Inc.

Statements of Financial Condition

December 31,

	<u>2008</u>	<u>2007</u>
ASSETS		
Cash and cash equivalents	\$ 93,108	\$ 80,725
Investment securities	7,413	14,847
Receivables from brokers or dealers	97,733	86,974
Prepaid expenses	3,253	13,377
Furniture and equipment, net of accumulated depreciation of \$89,515 and \$80,375	26,207	35,034
Deposits	<u>5,367</u>	<u>6,600</u>
	<u>\$ 233,081</u>	<u>\$ 237,557</u>
 LIABILITIES AND STOCKHOLDER'S EQUITY		
Liabilities		
Accounts payable and accrued expenses	\$ 48,756	\$ 46,080
Accrued wages	<u>36,562</u>	<u>23,390</u>
Total Liabilities	<u>85,318</u>	<u>69,470</u>
 Stockholder's Equity		
Capital stock, no par, 1,000 shares authorized, 100 shares issued and outstanding	1,000	1,000
Additional paid-in capital	99,000	99,000
Retained earnings	<u>47,763</u>	<u>68,087</u>
Total Stockholder's Equity	<u>147,763</u>	<u>168,087</u>
	<u>\$ 233,081</u>	<u>\$ 237,557</u>

See notes to financial statements

Ridgewood Associates, Inc.

Statements of Operations

Years Ended December 31,

	<u>2008</u>	<u>2007</u>
REVENUE		
Commissions	\$ 637,722	\$ 693,220
Interest and dividends	3,306	7,245
Unrealized gain (loss) on investment	(7,434)	5,610
Other income	<u>20</u>	<u>37,547</u>
Total Revenue	<u>633,614</u>	<u>743,622</u>
 EXPENSES		
Employee compensation and benefits	458,789	507,328
Communications	9,741	7,571
Occupancy	45,782	53,200
Taxes, other than income	30,870	36,501
Other operating expenses	<u>108,756</u>	<u>114,381</u>
Total Expenses	<u>653,938</u>	<u>718,981</u>
 Net Income (Loss)	<u>\$ (20,324)</u>	<u>\$ 24,641</u>

See notes to financial statements

Ridgewood Associates, Inc.

Statements of Changes in Stockholder's Equity

Years Ended December 31, 2008 and 2007

	<u>Capital Stock</u>	<u>Additional Paid-in Capital</u>	<u>Retained Earnings</u>	<u>Total</u>
Balance, January 1, 2007	\$ 1,000	\$ 99,000	\$ 43,446	\$ 143,446
2007				
Net income	<u>-</u>	<u>-</u>	<u>24,641</u>	<u>24,641</u>
Balance, December 31, 2007	\$ 1,000	\$ 99,000	\$ 68,087	\$ 168,087
2008				
Net loss	<u>-</u>	<u>-</u>	<u>(20,324)</u>	<u>(20,324)</u>
Balance, December 31, 2007	<u>\$ 1,000</u>	<u>\$ 99,000</u>	<u>\$ 47,763</u>	<u>\$ 147,763</u>

See notes to the financial statements

Ridgewood Associates, Inc.

Statements of Cash Flows

Years Ended December 31,

	<u>2008</u>	<u>2007</u>
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income (loss)	\$ (20,324)	\$ 24,641
Adjustments to reconcile net income (loss) to cash from operating activities		
Depreciation	9,139	8,020
Unrealized loss (gain) on investment	7,434	(5,610)
Changes in operating assets and liabilities		
Receivables from brokers or dealers	(10,766)	(16,095)
Prepaid expenses	10,131	115
Accounts payable and accrued expenses	2,678	16,119
Accrued wages	<u>13,172</u>	<u>(2,691)</u>
Net Cash from Operating Activities	11,464	24,499
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of furniture and equipment	(313)	(26,920)
Deposits returned on security deposit	<u>1,232</u>	<u>-</u>
Net Cash from Investing Activities	919	(26,920)
Net Increase (Decrease) in Cash and Cash Equivalents	12,383	(2,421)
CASH AND CASH EQUIVALENTS		
Beginning of year	<u>80,725</u>	<u>83,146</u>
End of year	<u>\$ 93,108</u>	<u>\$ 80,725</u>

See notes to financial statements

Ridgewood Associates, Inc.

Notes to Financial Statements

1. Organization

Business

Ridgewood Associates, Inc. (the Company) was incorporated on December 12, 1985. Its initial capitalization was made January 1, 1988 when the assets, liabilities and broker/dealer registration of Ridgewood Associates (a sole proprietorship), were transferred to the corporation and 100 shares of no par capital stock were issued by the corporation in consideration thereto.

The Company is an introducing broker with all securities being cleared on a fully disclosed basis through its clearing broker.

2. Significant Accounting Policies

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses and disclosure of contingent assets and liabilities. Actual results could differ from these estimates.

Securities Transactions

Securities transactions are recorded on a trade date basis.

Income Taxes

As a Subchapter S Company the Company's Federal and New Jersey State income is taxed in the individual income tax returns of its shareholder. While the Company has not yet completed a study of the potential affect of adoption of FIN 48, in the opinion of management, adoption of FIN 48 should not have a significant affect on the Company. The Company's current accounting policy is to provide liabilities for uncertain tax positions when a liability is probable and estimable.

Furniture and Equipment

Furniture and equipment are stated at cost. Depreciation is provided over the estimated useful lives of the assets using the straight-line method.

Ridgewood Associates, Inc.

Notes to Financial Statements

2. Significant Accounting Policies *(continued)*

Cash and Cash Equivalents

For purposes of the statements of cash flows, the company considers all highly liquid investments purchased with a maturity of three months or less to be cash equivalents.

3. Lease Obligations

The Company has a non-cancellable operating lease agreement for office space which expires April 30, 2013. Rental expense for 2008 and 2007 amounted to \$45,782 and \$53,200. The following is a schedule, by years, of future minimum lease payments required under the non-cancelable operating lease at December 31, 2008:

2009	\$ 31,030
2010	31,900
2011	32,770
2012	33,640
2013	<u>11,310</u>
	<u>\$ 140,650</u>

Under the lease agreement the Company was required to maintain a security deposit of \$5,365.

4. Deferred Contribution Plan

The Company has a defined contribution plan that covers all eligible employees. Contributions to the plan are made at the Company's discretion. Plan expense was \$22,000 and \$25,000 for 2008 and 2007.

5. Net Capital Requirements

The Company is subject to the Securities and Exchange Commission Uniform Net Capital Rule (Rule 15c3-1), which requires the maintenance of minimum net capital, and requires that the ratio of aggregate indebtedness to net capital; both as defined, shall not exceed 15 to 1. As of December 31, 2008 and 2007, the Company had net capital of \$110,061 and \$109,316 which was \$60,061 and \$59,316 in excess of its required net capital, respectively. The company's net capital ratio was .78 and .64 to 1 as of December 31, 2008 and 2007, respectively.

Ridgewood Associates, Inc.

Notes to Financial Statements

6. Concentration of Credit Risk and Financial Instruments With Off-Balance Sheet Risk

The Company introduces its customers' transaction to its clearing broker with whom it has a correspondent relationship for execution, clearance, and depository operations in accordance with the terms of a clearance agreement. In connection therewith, the Company has agreed to indemnify the clearing broker for losses that the clearing broker may sustain. As of December 31, 2008, amounts owed to the clearing broker by these customers were collateralized by securities with a market value in excess of the receivable. Nonperformance by its customers in fulfilling their contractual obligations pursuant to securities transactions with the clearing broker may expose the Company to risk of potential loss. The Company utilizes a clearing broker that is highly capitalized and is a member of major securities exchanges.

Supplementary Information
Pursuant to Rule 17a-5 of the
Securities Exchange Act of 1934

Ridgewood Associates, Inc.

Schedule of Computation of Net Capital Under
Securities and Exchange Commission Rule 15c3-1

As of December 31, 2008

<u>Net Capital</u>			\$ 147,763
Total stockholders' equity			
Total stockholders' equity qualified for net capital			\$ 147,763
Deduction and/or charges:			
Non-allowable assets:			
Furniture and equipment	26,207		
Prepaid expenses	3,253		
Deposits	<u>5,367</u>	34,827	
Haircuts on securities:			
Other securities		<u>2,875</u>	
Net Capital			110,061

Computation of Basic Net Capital Requirement

Minimum net capital required		
6-2/3% of aggregate indebtedness or \$50,000, whichever is greater		\$ 50,000
Excess net capital		\$ 60,061

Computation of Aggregate Indebtedness

Total aggregate indebtedness liabilities		\$ 85,318
Percent of aggregate indebtedness to net capital		<u>0.78</u>

Reconciliation of Computation of Net Capital
Under Securities and Exchange Rule 15c3-1

There are no material differences between the computation presented above and the firms X-17a(5) Part II(A) filing.

Ridgewood Associates, Inc.

**Schedule of Computation of Reserve Requirements
Under Exhibit A of Securities and Exchange Commission Rule 15c3-3**

As of December 31, 2008

The Firm is engaged in a general securities business and carried no customer accounts on its books. All customer transactions are cleared through another stock brokerage firm on a fully disclosed basis.

**Schedule Relating to the Possession or Control Requirements
Under Securities and Exchange Commission Rule 15c3-3**

As of December 31, 2008

The Firm is engaged in a general securities business and carried no customer accounts on its books. All customer transactions are cleared through another stock brokerage firm on a fully disclosed basis and the Firm does not have possession of customer securities.



**Independent Auditors' Report On Internal Control Structure
Required By Sec Rule 17a-5**

**The Board of Directors
Ridgewood Associates, Inc.**

In planning and performing our audit of the financial statements and supplemental schedules of Ridgewood Associates, Inc. (the "Company"), for the year ended December 31, 2008, in accordance with auditing standards generally accepted in the United States of America, we considered the Company's internal control over financial reporting as a basis for designing our auditing procedures for the purpose of expressing our opinion on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. Accordingly, we do not express an opinion on the effectiveness of the Company's internal control.

Also, as required by Rule 17a-5(g)(1) of the Securities Exchange Commission (SEC), we have made a study of the practices and procedures followed by the Company consideration of control activities for safe guarding securities. This study included tests of such practices and procedures that we considered relevant to the objectives stated in Rule 17a-5(g) in making the periodic computations of aggregate indebtedness (or aggregate debits) and net capital under Rule 17a-3(a)(11) and for determining compliance with the exemptive provisions of Rule 15c-3-3. Because the Company does not carry securities accounts for customers or perform custodial functions relating to customer securities, we did not review the practices and procedures followed by the Company in any of the following:

1. Making quarterly securities examinations, counts, verifications, and comparisons and recordation of differences required by Rule 17a-13
2. Complying with the requirements for prompt payment for securities under Section 8 of Federal Reserve Regulation T of the Board of Governors of the Federal Reserve System

The management of the Company is responsible for establishing and maintaining an internal control structure and the practices and procedures referred to in the preceding paragraph. In fulfilling this responsibility, estimates and judgments by management are required to assess the expected benefits and related costs of controls and of the practices and procedures referred to in the preceding paragraph and to assess whether those practices and procedures can be expected to achieve the SEC's above-mentioned objectives. Two of the objectives of internal control and the practices and procedures are to provide management with reasonable but not absolute assurance that assets for which the Company has responsibility are safeguarded against loss from unauthorized use or disposition and that transactions are executed in accordance with management's authorization and recorded properly to permit the preparation of financial statements in accordance with generally accepted accounting principles. Rule 17a-5(g) lists additional objectives of the practices and procedures listed in the preceding paragraph.

Because of inherent limitations in internal control or the practices and procedures referred to above, errors or fraud may occur and not be detected. Also, projection of any evaluation of them to future periods is subject to the risk that they may become inadequate because of changes in conditions or that the effectiveness of their design and operation may deteriorate.

A control deficiency exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent or detect misstatements on a timely basis. A significant deficiency is a control deficiency, or combination of control deficiencies, that adversely affects the entity's ability to initiate, authorize, record, process, or report financial data reliability in accordance with generally accepted accounting principles such that there is more than a remote likelihood that a misstatement of the entity's financial statements that is more than inconsequential will not be prevented or detected by the entity's internal control.

A material weakness is a significant deficiency, or combination of a significant deficiencies, that results in more than a remote likelihood that a material misstatement of the financial statements will not be prevented or detected by the entity's internal control.

Our consideration of internal control was for the limited purpose described in the first and second paragraphs and would not necessarily identify all deficiencies in internal control that might be material weaknesses. We did not identify any deficiencies in internal control and control activities for safeguarding securities that we consider to be material weaknesses, as defined above.

We understand that practices and procedures that accomplish the objectives referred to in the second paragraph of this report are considered by SEC to be adequate for its purposes in accordance with the Securities Exchange Act of 1934 and related regulations, and that practices and procedures that do not accomplish such objectives in all material respects indicate a material inadequacy for such purposes. Based on this understanding and on our study, we believe that the Company's practices and procedures were adequate at December 31, 2008, to meet the SEC's objectives.

This report is intended solely for the information and use of the Board of Directors, management, the SEC, the National Association of Securities Dealers, Inc. and other regulatory agencies that rely on Rule 17a-5(g) under the Securities Exchange Act of 1934 in their regulation of registered brokers and dealers, and is not intended to be and should not be used by anyone other than these specified parties.

O'Connor Davies Munno & Dobbins, LLP

New York, New York
January 30, 2009

END